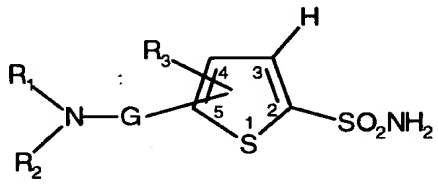
1. (Twice Amended) A compound of the formula



or a pharmaceutically acceptable salt thereof wherein:

R^1 and R^3 are each saturated carbon atoms joined together to form a ring of 6 members in which said carbon atoms [together are 1-3 saturated carbon atoms joined to form a ring of from 5-7 members in which said members] can be unsubstituted or substituted optionally with R_4;

R_2 is H; C_{1-8} alkyl; C_{2-8} alkyl substituted with OH, NR_5R_6, halogen, C_{1-4} alkoxy, C_{2-4}alkoxyC_{1-4}alkoxy, $OC(=O)R_7$, or $C(=O)R_7$; C_{3-7} alkenyl unsubstituted or substituted optionally with OH, NR_5R_6, or C_{1-4} alkoxy; C_{3-7} alkynyl unsubstituted or substituted optionally with C_1-C_3alkyl, C_1-C_3halo alkyl, OH, NR_5R_6, or C_{1-4} alkoxy; C_{1-3} alkyl substituted with phenyl or R_{10} either of which can be unsubstituted or substituted optionally with C_1-C_3alkyl, C_1-C_3halo alkyl, OH, $(CH_2)_nNR_5R_6$, halogen, C_{1-4} alkoxy, C_{1-4} haloalkoxy, $C(=O)R_7$, $S(=O)_mR_8$ or $SO_2NR_5R_6$, wherein m is 0 - 2 and n is 0 - 2; C_{2-4} alkoxy substituted optionally with NR_5R_6, halogen, C_{1-4} alkoxy, or $C(=O)R_7$; phenyl or R_{10} either of which can be unsubstituted or substituted optionally with OH, $(CH_2)_nNR_5R_6$, halogen, C_{1-4} alkoxy, C_{1-4} haloalkoxy, $C(=O)R_7$, $S(=O)_mR_8$ or $SO_2NR_5R_6$, wherein m is 0 - 2 and n is 0 - 2;

R_4 is OH; C_{1-4} alkyl unsubstituted or substituted optionally with OH, NR_5R_6, halogen, C_{1-4} alkoxy or $C(=O)R_7$; C_{1-4} alkoxy; C_{2-4} alkoxy substituted optionally with OH, NR_5R_6, halogen, C_{1-4} alkoxy or $C(=O)R_7$; NR_5R_6; phenyl or R_{10} either of which can be unsubstituted or substituted optionally with OH, $(CH_2)_nNR_5R_6$, halogen, C_{1-4} alkoxy, C_{1-4} haloalkoxy, $C(=O)R_7$, $S(=O)_mR_8$ or $SO_2NR_5R_6$, wherein m is 0 - 2 and n is 0 - 2;

R_5 & R_6 are the same or different and are H; C_{1-4} alkyl; C_{2-4} alkyl substituted optionally with OH, halogen, C_{1-4} alkoxy or $C(=O)R_7$; C_{1-4} alkoxy; C_{2-4} alkoxy substituted optionally with OH, halogen, C_{1-4} alkoxy or $C(=O)R_7$; C_{3-7} alkenyl unsubstituted or substituted optionally with OH, NR_5R_6, or C_{1-4} alkoxy; C_{3-7} alkynyl unsubstituted or substituted optionally with OH, NR_5R_6, or C_{1-4} alkoxy; C_{1-2}alkylC_{3-5}cycloalkyl; $C(=O)R_7$ or R_5 and R_6 can be joined to form a ring [of 5 or 6 atoms selected from O, S, C or N, such as,] selected from the group consisting of pyrrolidine, oxazolidine, thiomorpholine, thiomorpholine 1,1 dioxide, morpholine, piperazine, [or] and thiazolidine 1,1-dioxide, which can be unsubstituted or substituted optionally on carbon with OH, (=O), halogen, C_{1-4} alkoxy, $C(=O)R_7$, C_{1-6} alkyl, C_{1-6} alkyl substituted optionally with OH, halogen, C_{1-4} alkoxy, $C(=O)R_7$ or on nitrogen with C_{1-4} alkoxy, $C(=O)R_7$, $S(=O)_mR_8$, C_{1-6} alkyl or C_{2-6} alkyl substituted optionally with OH, halogen, C_{1-4} alkoxy, $C(=O)R_7$ or on sulfur by $(=O)_m$, wherein m is 0 - 2;

R_7 is C_{1-8} alkyl; C_{1-8} alkyl substituted optionally with OH, NR_5R_6, halogen, C_{1-4} alkoxy or $C(=O)R_9$; C_{1-4} alkoxy; C_{2-4} alkoxy substituted optionally with OH, NR_5R_6, halogen or C_{1-4} alkoxy; NR_5R_6; or phenyl or R_{10} either of which can be unsubstituted or substituted optionally with OH, halogen, C_{1-3} alkyl, C_{1-3} haloalkoxy, $(CH_2)_nNR_5R_6$, $S(=O)_mR_8$ or $SO_2NR_5R_6$, wherein n is 0 or 1 and m is 0-2;

R_8 is C_{1-4} alkyl; C_{2-4} alkyl substituted optionally with OH, NR_5R_6, halogen, C_{1-4} alkoxy or $C(=O)R_7$;

R_9 is C_{1-4} alkyl; C_{1-4} alkoxy; amino, C_{1-3} alkylamino, or di-C_{1-3} alkylamino;

R_{10} is a monocyclic ring system [of 5 or 6 atoms composed of C, N, O, and/or S, such as] selected from the group consisting of furan, thiophene, pyrrole, pyrazole, imidazole, triazole, tetrazole, oxazole, isoxazole, isothiazole, thiazole, thiadiazole, pyridine, pyrimidine, pyridazine, and pyrazine; and

B' cont'd

G is [C(=O) or] SO_2.

5 6. (Amended) The compound of Claim 4 ~~5~~ wherein: [G is SO_2 and]

R_4 is OH; C_{1-4} alkoxy; C_{2-4} alkoxy substituted optionally with OH, NR_5R_6, halogen, C_{1-4} alkoxy or $C(=O)R_7$; or NR_5R_6; phenyl, or R_{10} unsubstituted or substituted optionally with OH, $(CH_2)_nNR_5R_6$, halogen, C_{1-4} alkoxy, C_{1-4} haloalkoxy, $C(=O)R_7$, $S(=O)_mR_8$ or $SO_2NR_5R_6$, wherein m is 0 - 2 and n is 0 - 2.

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REMARKS

Claims 1-3, 5, 6, 20, 23, 24, 27-29, and 32 are pending. Claims 1 and 6 have been amended.

Claims 1, 7, and 13 are rejected under 35 USC §112, first and second paragraphs. Claim 1 has been amended. R_1 and R_3 are now defined as each being carbon and joined to form a 6 membered ring; the "such as" language has been eliminated and replaced with "selected from the group consisting of" language; and G has been limited to SO_2. Claims 7 and 13 were cancelled as they would have been essentially commensurate in scope with Claim 1 had they been similarly amended. In view of the above amendments, the Examiner's rejection is moot.

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